

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF IOWA**

In re:

MERCY HOSPITAL, IOWA CITY, IOWA, *et al.*,

Debtors.

)
) Chapter 11
)
) Case No. 23-00623 (TJC)
)
) Jointly Administered
)
) **Obj. Deadline: 3/22/24 at 4:00 p.m. (CT)**
)

**SUMMARY OF FIFTH MONTHLY FEE APPLICATION OF
MCDERMOTT WILL & EMERY LLP, COUNSEL TO THE DEBTORS AND
DEBTORS-IN-POSSESSION, FOR ALLOWANCE OF COMPENSATION
AND REIMBURSEMENT OF EXPENSES**

Name of Applicant:

McDERMOTT WILL & EMERY LLP

Authorized to provide professional
services to:

Debtors and Debtors-in-Possession

Date of retention:

September 14, 2023, effective as of August 7, 2023

Period for which compensation
and reimbursement is sought:

December 1, 2023 through December 31, 2023

Amount of compensation sought as
actual, reasonable and necessary:

\$212,868.40 (80% of \$266,085.50)¹

Amount of expense reimbursement
sought as actual, reasonable and necessary:

\$1,682.39

This is a:

Fifth Monthly Application

¹ This amount does not reflect \$10,708.10, including \$1,540.00 in incurred fees and \$9,168.10 in incurred expenses, that McDermott has voluntarily written off with respect to the Application Period (as defined herein).

Prior Applications:

Application	Date Filed	Period Covered	Requested Fees/Expenses	Approved Fees/Expenses
First Monthly [D.I. 348]	10/9/23	8/7/23 – 8/31/23	\$738,318.00 / \$4,741.38	<i>Pending</i>
Second Monthly [D.I. 502]	11/10/23	9/1/23 – 9/30/23	\$649,102.80 / \$3,346.20	<i>Pending</i>
Third Monthly [D.I. 532]	11/27/23	10/1/23 – 10/31/23	\$450,968.00 / \$5,638.37	<i>Pending</i>
Fourth Monthly [D.I. 574]	12/15/23	11/1/23 – 11/31/23	\$289,259.20 / \$4,988.95	<i>Pending</i>

**MERCY HOSPITAL IOWA CITY, IOWA, ET AL.
COUNSEL TO DEBTORS AND DEBTORS-IN-POSSESSION
SUMMARY OF BILLING BY PROFESSIONAL FOR APPLICATION PERIOD**

Name of Professional Person	Date of Bar Admission	Position with the Applicant and Practice Area	Hourly Billing Rate	Total Billed Hours	Total Compensation
Felicia Gerber Perlman	1992	Partner; Corporate Advisory	\$1,850	17.3	\$32,005.00
Jeffrey M. Holdvogt	2003	Partner; Employee Benefits and Executive Compensation	\$1,450	4.8	\$6,960.00
Daniel M. Simon	2008	Partner; Corporate Advisory	\$1,450	55.6	\$80,620.00
Nathan M. Bull	2006	Partner; Trial	\$1,410	16.0	\$22,560.00
Jay E. Greathouse	2012	Partner; Healthcare	\$1,300	14.5	\$18,850.00
DC Wolf	2014	Associate; Corporate Advisory	\$1,250	7.4	\$9,250.00
Jack G. Haake	2011	Associate; Corporate Advisory	\$1,190	17.8	\$21,182.00
Emily C. Keil	2018	Associate; Corporate Advisory	\$1,105	29.4	\$32,487.00
Dexter Golinghorst	2021	Associate; Healthcare	\$945	25.8	\$24,381.00
Jane J. Kim	2021	Associate; Trial	\$945	7.1	\$6,709.50
Rebecca Trickey	2022	Associate; Corporate Advisory	\$725	14.8	\$10,730.00
Apurva Ingolikar	N/A	Litigation Technology Data Analyst	\$270	1.3	\$351.00
TOTALS				211.8	\$266,085.50

**MERCY HOSPITAL IOWA CITY, IOWA, ET AL.
COUNSEL TO DEBTORS AND DEBTORS-IN-POSSESSION
COMPENSATION BY PROJECT CATEGORY FOR APPLICATION PERIOD**

Project Category	Total Hours	Total Fees
Asset Disposition	83.1	\$105,841.00
Meetings/Communications with Creditors	2.3	\$2,541.50
Fee/Employment Applications	4.5	\$5,178.50
Fee/Employment Objections	0.5	\$552.50
Assumption/Rejection of Leases	7.3	\$8,083.50
Other Contested Matters	26.1	\$25,225.00
Business Operations	9.1	\$12,916.00
Employee Benefits/Pensions	9.1	\$11,455.00
Financing/Cash Collections	0.6	\$1,110.00
Real Estate	1.3	\$1,885.00
Board of Directors Matters	3.3	\$4,653.00
Claims Administration & Objections	1.0	\$1,190.00
Plan and Disclosure Statement	31.8	\$46,584.00
Litigation	31.8	\$38,870.50
TOTALS	211.8	\$266,085.50

**MERCY HOSPITAL IOWA CITY, IOWA, ET AL.
COUNSEL TO DEBTORS AND DEBTORS-IN-POSSESSION
EXPENSE SUMMARY FOR APPLICATION PERIOD**

Expense Category¹	Service Provider (if applicable)	Total Expenses
Travel Expenses	Various	\$1,625.44
Business Meals	Various	\$56.95
TOTAL		\$1,682.39

¹ McDermott voluntarily waived all Westlaw and LexisNexis charges, all computer data storage charges incurred as part of the discovery process during the Application Period for a total voluntary write-off of \$9,168.10.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF IOWA**

In re:

MERCY HOSPITAL, IOWA CITY, IOWA, *et al.*,

Debtors.

Chapter 11

Case No. 23-00623 (TJC)

Jointly Administered

Obj. Deadline: 3/22/24 at 4:00 p.m. (CT)

**FIFTH MONTHLY FEE APPLICATION OF MCDERMOTT WILL & EMERY LLP,
COUNSEL TO THE DEBTORS AND DEBTORS-IN-POSSESSION, FOR ALLOWANCE
OF COMPENSATION AND REIMBURSEMENT OF EXPENSES**

McDermott Will & Emery LLP (the “Applicant” or “McDermott”), counsel to Mercy Hospital, Iowa City, Iowa (“Mercy”) and certain of its affiliates and subsidiaries as debtors and debtors-in-possession (collectively, the “Debtors”) in the above-captioned chapter 11 cases (the “Chapter 11 Cases”), hereby applies (the “Application”), pursuant to sections 330 and 331 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Docket No. 224] (the “Interim Compensation Order”),¹ for allowance of compensation for services rendered and reimbursement of expenses for the period from December 1, 2023 through December 31, 2023 (the “Application Period”), and respectfully represents as follows:

JURISDICTION AND VENUE

1. The United States Bankruptcy Court for the Northern District of Iowa (the “Court”) has jurisdiction to consider the Motion pursuant to 28 U.S.C. §§ 157 and 1334 and the *Public*

¹ Capitalized terms used but not defined herein shall have the meanings ascribed to such items in the Interim Compensation Order.

Administrative Order referring bankruptcy cases entered by the United States District Court for the Northern District of Iowa. This is a core proceeding under 28 U.S.C. § 157(b). Venue of these cases and the Motion in this District is proper under 28 U.S.C. §§ 1408 and 1409.

2. The legal predicates for the relief requested herein are Bankruptcy Code sections 330 and 331 and Bankruptcy Rule 2016. McDermott confirms its consent to the entry of a final order by the Court in connection with the Application in the event that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

BACKGROUND

I. The Chapter 11 Cases

3. On August 7, 2023 (the “Petition Date”), each of the Debtors commenced a case by filing a petition for relief under chapter 11 of the Bankruptcy Code (collectively, the “Chapter 11 Cases”). The Chapter 11 Cases are being jointly administered for procedural purposes only. The Debtors continue to operate their businesses and manage their properties as debtors and debtors-in-possession pursuant to Bankruptcy Code sections 1107(a) and 1108.

4. On August 15, 2023, the Office of the United States Trustee for the Northern District of Iowa (the “U.S. Trustee”) appointed an official committee of unsecured creditors (the “Committee”) in the Chapter 11 Cases [Docket No. 107]. On November 4, 2023, the U.S. Trustee appointed an official committee of pensioners (the “Pension Committee”) [Docket No. 458]. No trustee or examiner has been appointed in the Chapter 11 Cases.

5. Additional information regarding the Debtors and these Chapter 11 Cases, including the Debtors’ business operations, capital structure, financial condition, and the reasons for and objectives of these Chapter 11 Cases, is set forth in the *Declaration of Mark E. Toney in*

Support of Chapter 11 Petitions and First Day Pleadings [Docket No. 27] (the “First Day Declaration”).

II. The Retention of McDermott

6. On August 23, 2023, the Debtors applied [Docket No. 148] (the “McDermott Retention Application”) to the Court for an order authorizing the Debtors to retain and employ McDermott as its counsel, effective as of August 7, 2023. On September 14, 2023, the Court entered an order [Docket No. 226] authorizing such retention.

III. The Interim Compensation Order

7. On September 14, 2023, the Court entered the Interim Compensation Order, which sets the procedures for interim compensation and reimbursement of expenses in the Chapter 11 Cases. Specifically, the Interim Compensation Order provides that a Retained Professional may file and serve a Monthly Fee Application on or after the 15th day of each month following the month for which compensation is sought. Provided that there are no objections to the Monthly Fee Application filed within 14 days after service of the same, the Debtors are authorized to pay such Retained Professional eighty percent (80%) of the fees and one-hundred percent (100%) of the expenses requested in such Monthly Fee Application. If an objection is filed to the Monthly Fee Application and the parties reach a consensual resolution, the Debtors are authorized to pay eighty percent (80%) of the agreed-upon fees and one-hundred percent (100%) of the agreed-upon expenses.

RELIEF REQUESTED

8. Pursuant to the Interim Compensation Order and Bankruptcy Code section 331, McDermott is seeking compensation in the amount of \$212,868.40, which is equal to eighty percent (80%) of the \$266,085.50 in fees for professional services rendered by McDermott during

the Application Period. This amount is derived solely from the applicable hourly billing rates of McDermott's personnel who rendered such services to the Debtors. In addition, McDermott is seeking reimbursement of expenses incurred during the Application Period in the amount of \$1,682.39.

A. Compensation Requested

9. Attached hereto as **Exhibit A** is a detailed itemization, by project category, of all services performed by McDermott with respect to the Chapter 11 Cases during the Application Period. This detailed itemization complies with the Interim Compensation Order and Bankruptcy Rule 2016 in that each time entry contains a separate time allotment, a description of the type of activity, and the subject matter of the activity, all time is billed in increments of one-tenth of an hour, time entries are presented chronologically in categories, and all meetings or hearings are individually identified.

10. The attorneys and paraprofessionals who rendered services related to each category are identified in **Exhibit A**, along with the number of hours for each individual and the total compensation sought for each category.

B. Expense Reimbursement

11. McDermott incurred out-of-pocket expenses during the Application Period in the amount of \$1,682.39. Attached hereto as **Exhibit B** are descriptions of the expenses actually incurred by McDermott in the performance of services rendered as counsel to the Debtors. The expenses are broken down into categories of charges, including travel expenses and business meals.²

² As discussed herein, McDermott voluntarily waived all Westlaw and LexisNexis charges, all computer data storage charges incurred as part of the discovery process during the Application Period for a total voluntary write-off of \$9,168.10.

VALUATION OF SERVICES

12. Attorneys and paraprofessionals of McDermott have expended a total of 211.8 hours in connection with this matter during the Application Period. The amount of time spent by each of the professionals providing services to the Debtors for the Application Period is set forth in **Exhibit A**. The reasonable value of the services rendered by McDermott for the Application Period as counsel for the Debtors in the Chapter 11 Cases is \$266,085.50.

BASIS FOR RELIEF REQUESTED AND APPLICABLE AUTHORITY

13. Bankruptcy Code section 330(a) provides, in pertinent part, that:

[T]he court may award . . . ***reasonable compensation*** for actual, necessary services rendered by the . . . attorney and by any paraprofessional person . . . and . . . reimbursement for actual, necessary expenses. . . . In determining the amount of reasonable compensation to be awarded, the court shall consider the nature, the extent, and the value of such services, taking into account all relevant factors, including – (A) the time spent on such services; (B) the rates charged for such services; (C) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under [the Bankruptcy Code]; (D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed; and (E) whether the compensation is reasonable, based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a) (emphasis added). The Eighth Circuit Court of Appeals has stated:

“[Reasonable] [c]ompensation . . . presumably reflects (1) the novelty and complexity of the issues, (2) the special skill and experience of counsel, (3) the quality of representation, and (4) the results obtained.”

P.A. Novelty v. Palans (In re Apex Oil Co.), 960 F.2d 728, 731–32 (8th Cir. 1992).

14. In reviewing this Application, the Court should be guided by the Eighth Circuit’s instruction to ascertain whether such services were rendered and billed in accordance with the established market for legal services in similar matters:

Section 330 “is meant to encourage high standards of professional legal practice in the bankruptcy courts. . . . Bankruptcy courts must consider whether the fee awards are commensurate with fees for professional services in non-bankruptcy cases, thus providing sufficient economic incentive to practice in bankruptcy courts.”

Mann v. McCombs (In re McCombs), 751 F.2d 286, 288 (8th Cir. 1984); *see also In re Continental Illinois Securities Litigation*, 962 F.2d 566, 568 (7th Cir. 1992) (“[I]t is not the function of judges in fee litigation to determine the equivalent of the medieval just price. It is so to determine what the lawyer would receive if he was selling his services in the market rather than being paid by court order.”).

15. In accordance with the factors enumerated in Bankruptcy Code section 330, McDermott submits that the amount requested is fair and reasonable given (a) the complexity of the Chapter 11 Cases, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under this title. The fees charged by McDermott in these Chapter 11 Cases were billed in accordance with its existing billing rates and procedures set forth in the McDermott Retention Application, in effect during the Application Period. McDermott’s rates for the services rendered by its attorneys and paraprofessionals in these Chapter 11 Cases are the same rates that McDermott charges for services rendered in comparable non-bankruptcy matters. Such fees are reasonable based on the customary compensation charged by comparably skilled practitioners in comparable non-bankruptcy cases in a competitive national legal market.

16. McDermott reserves the right to correct, amend, or supplement this Application, including, without limitation, to seek payment in the event this Application is not approved in full.

NO PRIOR REQUEST

17. No prior request for the relief sought in the Application has been made to this or any other court.

CONCLUSION

WHEREFORE, McDermott respectfully requests that the Court enter an Order: (i) granting the Application and authorizing (a) allowance of compensation in the amount of \$212,868.40 (80% of \$266,085.50) for professional services rendered, and (b) reimbursement for actual and necessary costs in the amount of \$1,682.39; (ii) directing payment by the Debtors of the foregoing amounts; and (iii) granting such other further relief as the Court deems just and proper.

Dated: Cedar Rapids, Iowa
March 8, 2024

NYEMASTER GOODE, P.C.

/s/ Roy Leaf

Roy Leaf, AT0014486
625 First Street SE, Suite 400
Cedar Rapids, IA 52401-2030
Telephone: (319) 286-7002
Facsimile: (319) 286-7050
Email: rleaf@nyemaster.com

- and -

Kristina M. Stanger, AT0000255
Matthew A. McGuire, AT0011932
Dana Hempy, AT0014934
700 Walnut, Suite 1600
Des Moines, IA 50309
Telephone: 515-283-3100
Facsimile: 515-283-8045
Email: mmcguire@nyemaster.com
kmstanger@nyemaster.com
dhempy@nyemaster.com

- and -

MCDERMOTT WILL & EMERY LLP

Felicia Gerber Perlman (admitted *pro hac vice*)
Daniel M. Simon (admitted *pro hac vice*)
Emily C. Keil (admitted *pro hac vice*)
444 West Lake Street, Suite 4000
Chicago, IL 60606
Telephone: (312) 372-2000
Facsimile: (312) 984-7700
Email: fperlman@mwe.com

dsimon@mwe.com
ekeil@mwe.com

- and -

Jack G. Haake (admitted *pro hac vice*)
2501 North Harwood Street, Suite 1900
Dallas, TX 75201
Telephone: (214) 295-8000
Facsimile: (972) 232-3098
Email: jhaake@mwe.com

Counsel for Debtors and Debtors-in-Possession

CERTIFICATE OF SERVICE

The undersigned certifies, under penalty of perjury, that on this March 8, 2024, the foregoing document was electronically filed with the Clerk of Court using the Northern District of Iowa CM/ECF and the document was served electronically through the CM/ECF system to the parties of the Chapter 11 Cases.

/s/ Roy Leaf

EXHIBIT A

Time Detail



Invoice: 3849899
Client: 104125

01/09/2024

Mercy Hospital, Iowa City, Iowa
500 East Market Street
Iowa City, IA 52245

For Services Rendered in Connection with:

Matter: 0013 Chapter 11 Bankruptcy

Task	Date	Name	Hours	Description
B130	12/01/23	D. Golinghorst	0.10	Attention to correspondence re contracting matters (.1).
B130	12/02/23	D. Golinghorst	0.50	Review compile and analyze service line management and related corporate agreements (.5).
B130	12/04/23	J. Haake	0.70	Prepare for and participate in conference with TK team re closing issues and strategy (.7).
B130	12/04/23	D. Golinghorst	2.50	Review and analyze contracts for APA Schedule 2.5(a) (1.7); draft updates to closing checklist (.2); participate in all-hands closing conference (.3); review cure claim contract documentation (.3).
B130	12/04/23	E. Keil	0.40	Conference with D. Simon, R. Leaf re contract cures (.4).
B130	12/04/23	J. Greathouse	0.40	Participate in weekly check-in call with buyer's counsel (.4).
B130	12/04/23	D. Simon	1.90	Conference with Polsinelli re closing issues (.3); discussions re cure status and procedure (.5); conference with client re Altera issues (.5); review research re same (.6).
B130	12/04/23	F. Perlman	0.70	Attention to Altera contract issues (.7).
B130	12/05/23	F. Perlman	0.40	Analysis options re Altera / TSA (.4).
B130	12/05/23	J. Greathouse	1.30	Review open items and review transaction checklist (.8); review applicable precedents (.5).
B130	12/05/23	D. Golinghorst	0.50	Review contract re APA schedule matters (.5).
B130	12/05/23	D. Simon	2.40	Analysis re Altera contract (.8); conference with S. Carroll re sale and transition issues (.5); conferences with University team re sale and transition issues (1.1).
B130	12/05/23	E. Keil	0.20	Conference with D. Golinghorst re reconsideration motion (.2).
B130	12/06/23	D. Golinghorst	1.10	Confer with J. Greathouse re closing matters (.4); review draft escrow agreement amendment and



**McDermott
Will & Emery**

Mercy Hospital, Iowa City, Iowa

Client: 104125
Invoice: 3849899
Invoice Date: 01/09/2024

Task	Date	Name	Hours	Description
				provide comments to same (.3); review revised Schedule G for APA Schedule 2.5(a) (.4).
B130	12/06/23	F. Perlman	0.30	Review Altera letter (.3).
B130	12/06/23	D. Simon	2.40	Analysis re Altera (.7); revisions to letter re same (.6); conference with client re Altera strategy (.7); conference with Polsinelli re same (.4).
B130	12/07/23	D. Golvinghorst	0.60	Draft updates to transaction closing checklist (.3); participate in all-hands transaction conference (.3).
B130	12/07/23	F. Perlman	0.30	Analyze Altera issues (.3).
B130	12/07/23	J. Greathouse	0.30	Participate in weekly check-in call with buyer's counsel (.3).
B130	12/07/23	D. Simon	0.80	Conference with Polsinelli re checklist (.4); conferences with client and Polsinelli re Altera issues (.4).
B130	12/08/23	D. Simon	2.00	Conferences with D. Gordon re Altera (.4); revisions to letter re same (.4); conference with J. Haake re Altera strategy (.3); multiple conferences with client re contract assumption/rejection issues (.9).
B130	12/10/23	D. Golvinghorst	1.40	Draft revisions to APA schedules re Everbank contract matter (.4); review easement agreement (.2); draft revisions to Schedule 2.5(a) re new contract documents (.8).
B130	12/11/23	F. Perlman	0.40	Analysis issues re JV sales (.4).
B130	12/11/23	D. Golvinghorst	2.60	Draft revisions to transaction checklist (.2); participate in all-hands conference with counsel to Buyer re Closing matters (.3); draft correspondence re easement agreement (.1); review contracts and draft revisions to APA schedule 2.5(a) (2.0).
B130	12/11/23	J. Greathouse	0.40	Participate in weekly check-in call with buyer's counsel (.4).
B130	12/11/23	D. Simon	2.70	Conference with Polsinelli re checklist conference and related issues (.3); conference with J. Porter and M. Toney re open liabilities (.5); analysis re same (.6); conference with H2C and TKP re JV sales (1.0); conferences with D. Gordon re Altera, Steindler and related issues (.3).
B130	12/11/23	E. Keil	0.90	Conference with H2C, TK teams re JV assets (.9).
B130	12/12/23	D. Golvinghorst	0.80	Review APA re easement obligations (.2); draft revisions to contract schedules (.6).
B130	12/12/23	J. Greathouse	1.00	Review and revise ICASC - Mercy NDA (1.0).



**McDermott
Will & Emery**

Mercy Hospital, Iowa City, Iowa

Client: 104125
Invoice: 3849899
Invoice Date: 01/09/2024

Task	Date	Name	Hours	Description
B130	12/12/23	D. Simon	2.40	Communications with R. Leaf re cure and sale assumption/rejection issues (.5); analyze ASC issues (.4); conferences with R. Bayman re same (.3); analyze Altera issues (1.2).
B130	12/13/23	F. Perlman	0.40	Analysis re JV sales (.4).
B130	12/13/23	D. Golvinghorst	0.90	Confer with Buyer counsel re cure amounts and process (.3); finalize draft updates to Schedule 2.5(a) (.3); finalize and compile ICASC NDA (.3).
B130	12/13/23	E. Keil	0.90	Conference with Polsinelli team re contracts (.4); conference with R. Leaf re same (.3); analyze APA issue (.2).
B130	12/13/23	J. Greathouse	2.00	Review and analyze APA (1.2); review escrow amendment (.8).
B130	12/13/23	D. Simon	2.60	All hands conference re JV interests and other ancillary assets (.6); conference with R. Bayman re same (.3); conference with Committee and PH re same (.5); conference with Polsinelli and R. Leaf re contract cure process and protocol (.6); strategize re same (.6).
B130	12/14/23	D. Golvinghorst	1.30	Review and analyze correspondence re cure amount issue and schedules (.3); review draft easement (.2); draft updates to closing checklist for transaction (.2); participate in all-hands transaction conference (.3); draft correspondence re diligence matters (.3).
B130	12/14/23	D. Simon	1.80	Analysis and communications re Altera (1.1); conference with E. Keil and others re various sale related issues (.5); conference with M. Toney re same (.2).
B130	12/15/23	D. Golvinghorst	0.40	Review final Escrow Agreement Amendment (.2); draft correspondence re diligence requests (.2).
B130	12/15/23	F. Perlman	0.60	Follow up re Altera (.3); follow up re JV sale and H2C (.3).
B130	12/18/23	D. Golvinghorst	2.20	Draft updates to transaction closing checklist (.2); participate in all-hands transaction status conference (.2); draft transition services agreement (.6); review and analyze Melrose joint venture operating agreement (.8); analyze and review correspondence re diligence matters (.4).
B130	12/18/23	J. Greathouse	0.40	Participate in weekly check-in call with buyer's counsel (.4).



**McDermott
Will & Emery**

Mercy Hospital, Iowa City, Iowa

Client: 104125
Invoice: 3849899
Invoice Date: 01/09/2024

Task	Date	Name	Hours	Description
B130	12/18/23	D. Simon	2.10	Conference with R. Bayman re JV sales (.2); communications with H2C re same (.4); conference with N. Bull and J. Haake re Altera strategy (.8); review documents relating to same (.7).
B130	12/19/23	D. Golinghorst	2.10	Participate in discussion with Buyer counsel re transition services agreement for accounts receivable (.5); discuss bilateral TSA with J. Greathouse (.2); discuss joint venture limits and rights re Melrose joint venture with H2C (.5); draft transition services agreement (.7); draft correspondence re regulatory matters (.2).
B130	12/19/23	J. Greathouse	5.00	All-hands call re accounts receivable (1.0); review and analyze TSA issues (1.8); conference with H2C re buy-sell provision of Melrose Meadows JV (.6); review and analyze buy-sell and transfer provisions of Melrose Meadows JV (1.6).
B130	12/19/23	D. Simon	1.50	Analysis of Altera strategy and issues (1.5).
B130	12/20/23	F. Perlman	0.50	Analyze Altera issues (.5).
B130	12/20/23	D. Golinghorst	1.00	Review Iowa pharmacy law re change of ownership notification requirements (.3); review and analyze correspondence re same (.2); review JV governing documents (.3); draft transition services agreement (.2).
B130	12/20/23	J. Greathouse	0.40	Review correspondence re pharmacy notice (.2); correspond with TK team re same (.2).
B130	12/20/23	D. Simon	1.80	Conference with client re Altera strategy and litigation (1.2); conference with Altera counsel re same (.6).
B130	12/21/23	D. Golinghorst	1.30	Draft updates to transaction closing checklist (.2); participate in all-hands transaction checklist conference (.4); draft email re pharmacy notifications (.2); draft transaction documents (.5).
B130	12/21/23	D. Simon	0.40	Communications with client and Altera counsel re various extensions and related issues (.4).
B130	12/22/23	D. Golinghorst	0.40	Confer with J. Greathouse re TSA (.1); draft correspondence re licensure matters (.2); draft correspondence re contract diligence matters (.1).
B130	12/22/23	F. Perlman	0.30	Follow up re Altera.
B130	12/22/23	D. Simon	0.80	Conferences with client re Altera strategy and litigation (.8).



**McDermott
Will & Emery**

Mercy Hospital, Iowa City, Iowa

Client: 104125
Invoice: 3849899
Invoice Date: 01/09/2024

Task	Date	Name	Hours	Description
B130	12/26/23	D. Golinghorst	0.30	Draft correspondence re licensure diligence matters (.3).
B130	12/26/23	D. Simon	2.80	Communications with S. Carroll and client re Altera extension issues (.4); communications with client re Altera litigation and settlement (.6); ongoing analysis re same (1.8).
B130	12/27/23	D. Golinghorst	2.10	Draft email correspondence to Buyer re landlord matters (.2); draft correspondence re licensure matters (.1); draft bilateral transition services agreement (1.8).
B130	12/27/23	D. Simon	3.90	Numerous conferences with M. Toney re sale issues and related strategies (1.4); conference with client team re Altera considerations (1.4) conference with D. Gordon re open sale items (.4); review of same (.7).
B130	12/28/23	J. Greathouse	3.30	Participate in weekly check-in call with buyer's counsel (.4); review and revise bilateral TSA and BAA (1.6); review and analyze pharmacy notice statute (1.3).
B130	12/28/23	D. Golinghorst	3.70	Draft updates to transaction closing checklist (.2); participate in all-hands transaction checklist conference (.3); review Iowa law re pharmacy closure notice obligations (.3); draft email correspondence to client re same (.3); review and analyze correspondence from Buyer re Greenway Health contract arrangements (.2); draft bilateral TSA and BAA exhibit to same (2.4).
B130	12/28/23	D. Simon	1.70	Conference with Preston Hollow re Altera strategies and related considerations (1.1); conference with Polsinelli re checklist conference (.4); conference with S. Carroll re STARs extension (.2).
B130	12/29/23	D. Simon	1.80	Draft settlement offer for Altera (.6); discussions with M. Toney re same (.7); conference with S. Carroll re same (.5).
B150	12/06/23	E. Keil	2.10	Draft letter to Altera (2.1).
B150	12/12/23	E. Keil	0.20	Correspondence with M. Udem re creditor payment (.1); correspondence with K. Borodkin re same (.1).
B160	12/04/23	E. Keil	0.70	Draft November fee statement (.7).
B160	12/06/23	E. Keil	0.60	Review time detail for privilege issues and compliance with Local Rules (.6).



**McDermott
Will & Emery**

Mercy Hospital, Iowa City, Iowa

Client: 104125
Invoice: 3849899
Invoice Date: 01/09/2024

Task	Date	Name	Hours	Description
B160	12/07/23	J. Haake	0.30	Correspondence with T. Gibson re ordinary course professional issues (.3).
B160	12/08/23	J. Haake	0.50	Correspondence with T. Gibson re ordinary course professional issues (.5).
B160	12/11/23	E. Keil	0.50	Revise November fee statement (.5).
B160	12/12/23	E. Keil	1.00	Revise November MWE fee statement (.7); draft OCP report for Q3 2023 (.3)
B160	12/12/23	D. Simon	0.40	Communications with R. Bayman and F. Perlman re amended H2C engagement (.4).
B160	12/15/23	E. Keil	0.20	Revise November MWE fee statement and related notice (.2).
B160	12/19/23	E. Keil	0.30	Draft correspondence re rate increase (.3).
B170	12/01/23	E. Keil	0.10	Correspondence with C. Davison re LEDES detail (.1).
B170	12/11/23	E. Keil	0.40	Review UST objection to MWE fee application (.4).
B185	12/12/23	E. Keil	1.10	Conference with R. Leaf re cure notice, rejection updates (.9); conference with D. Golinghorst re same (.2).
B185	12/13/23	E. Keil	0.20	Correspondence with TK team re contracts, updated schedules re same (.2).
B185	12/14/23	E. Keil	2.90	Draft summary of formal/informal cure objections (2.1); conference with R. Leaf re same (.6); correspondence with TK team re same (.2).
B185	12/18/23	J. Haake	0.20	Correspondence with J. Margolies re executory contract issues (.2).
B185	12/26/23	E. Keil	1.50	Conference with TK team re revised cure notice (.4); review and revise same (1.1).
B185	12/28/23	E. Keil	0.30	Correspondence with R. Leaf re amended cure notice (.3).
B185	12/29/23	E. Keil	1.10	Review revised contract cure notice (.8); conference with R. Leaf re same (.3).
B190	12/01/23	R. Trickey	0.40	Review ExpressScripts agreement (.4).
B190	12/04/23	R. Trickey	4.80	Review ExpressScripts agreements (.7); research issues re contract assumption and transition services agreements (4.1).
B190	12/05/23	E. Keil	0.40	Conference with D. Simon re Altera (.4).
B190	12/07/23	R. Trickey	7.20	Research issues related to contract assumption deadlines (5.1); research issues related to contract ride throughs (1.4); draft summary of research findings (.7)



**McDermott
Will & Emery**

Mercy Hospital, Iowa City, Iowa

Client: 104125
Invoice: 3849899
Invoice Date: 01/09/2024

Task	Date	Name	Hours	Description
B190	12/08/23	J. Haake	1.50	Draft motion to compel performance re contract counterparty (1.5).
B190	12/12/23	J. Haake	4.50	Analysis of Altera contract (1.0); research case law re contract issues in the Eighth Circuit (1.8); revise motion to compel (1.7).
B190	12/13/23	J. Haake	1.50	Revise draft motion to compel (1.5).
B190	12/15/23	J. Haake	1.20	Conference with N. Bull re analysis of contract issues (1.2).
B190	12/15/23	E. Keil	0.40	Analysis of Altera agreement (.4).
B190	12/18/23	J. Haake	0.60	Conference with N. Bull and D. Simon re strategy re contract performance (.6).
B190	12/20/23	J. Haake	2.20	Prepare for and attend conference with J. Porter, M. Toney, et al. re transition services and strategy (2.2).
B190	12/21/23	J. Haake	0.40	Analyze Altera motion to assume (.4).
B190	12/22/23	J. Haake	1.00	Analysis of Altera issues (1.0).
B210	12/01/23	D. Simon	2.70	Conference with client team re Steindler (1.0); communications with client re MediRevv (.2); analyze Altera contract and related issues (.8); research re same (.7).
B210	12/06/23	E. Keil	1.20	Conference with TK team re schedules amendments (.5); review same (.7).
B210	12/06/23	F. Perlman	1.20	Work on resolving issues re cyber security and RCM system (1.2).
B210	12/06/23	D. Simon	2.10	Numerous conferences with client team and consultants re cyber security (2.1).
B210	12/07/23	D. Simon	0.90	Conference with Wixted team re communication strategies (.5); conferences with M. Toney re cyber security issues (.4).
B210	12/11/23	E. Keil	0.40	Review amended global notes re schedules amendments (.4).
B210	12/27/23	E. Keil	0.60	Review amendments to schedules (.6).
B220	12/01/23	J. Holdvogt	0.80	Prepare and send summary of SECURE 2.0 requirements re pension overpayment corrections to P. Brubaker (.8).
B220	12/07/23	J. Holdvogt	1.00	Conference with MIC and pension committee teams re MIC pension options and issues in connection with bankruptcy (1.0).
B220	12/08/23	J. Holdvogt	0.50	Send summary of MIC pension obligations and plan requirements to P. Brubaker (.5).
B220	12/13/23	R. Trickey	2.40	Research issues re church pension plan claims (2.4).



**McDermott
Will & Emery**

Mercy Hospital, Iowa City, Iowa

Client: 104125
Invoice: 3849899
Invoice Date: 01/09/2024

Task	Date	Name	Hours	Description
B220	12/13/23	J. Holdvogt	0.80	Attend MIC pension go-forward strategy meeting (.8).
B220	12/13/23	D. Simon	1.90	Attend meeting with pension counsel (1.2); follow ups with R. Leaf and client re same (.7).
B220	12/18/23	J. Holdvogt	0.70	Review and respond to Principal questions re MIC pension administration (.4); correspondence to and from MIC, Deloitte and Principal teams re pension trust agreement and pension plan documents (.3).
B220	12/21/23	J. Holdvogt	0.50	Review and confirm pension documents for pension committee for MIC bankruptcy issues (.5).
B220	12/26/23	J. Holdvogt	0.50	Review and send comments on health coverage notice to P. Brubaker (.5).
B230	12/11/23	F. Perlman	0.30	Conference with Mintz re cash collateral hearing (.3).
B230	12/12/23	F. Perlman	0.30	Follow up with Mintz re cash collateral hearing (.3).
B250	12/07/23	D. Simon	1.30	Conference P. Robey and client re pension issues (1.0); follow-up conferences with client and others re same (.3).
B260	12/15/23	F. Perlman	0.30	Preparation for board meeting (.3).
B260	12/17/23	J. Haake	2.20	Draft board presentation relating to plan process and timeline (2.2).
B260	12/19/23	F. Perlman	0.80	Prepare for and participate in board meeting (.8).
B310	12/01/23	J. Haake	0.60	Review and revise Humana order re proofs of claim (.6).
B310	12/04/23	J. Haake	0.20	Revise draft order re Humana proofs of claim (.2).
B310	12/05/23	J. Haake	0.20	Revise Humana order (.1); correspondence with N. Ballen re same (.1).
B320	12/01/23	F. Perlman	0.90	Conference with Mintz re plan discussions (.5); follow up re same (.4).
B320	12/01/23	E. Keil	2.90	Revise exclusivity motion (1.6); revise plan / disclosure statement (1.3).
B320	12/01/23	D. Simon	1.30	Conference with N. Coco and M. Preusker re plan negotiations (.7); plan analysis re same (.6).
B320	12/04/23	D. Simon	2.10	Conference with Committee re plan issues (.5); continuing negotiations and analysis re same (1.1); revisions to plan exclusivity motion (.5).
B320	12/04/23	F. Perlman	1.30	Conference with Committee counsel re plan (.5); analysis plan distribution issues (.8).
B320	12/05/23	F. Perlman	0.90	Work on potential structures for pension under plan (.5); review plan exclusivity motion (.4).



**McDermott
Will & Emery**

Mercy Hospital, Iowa City, Iowa

Client: 104125
Invoice: 3849899
Invoice Date: 01/09/2024

Task	Date	Name	Hours	Description
B320	12/05/23	D. Simon	1.10	Revisions to exclusivity motion (.7); conference with A. Sherman re plan and cash collateral issues (.4).
B320	12/05/23	E. Keil	0.70	Revise plan exclusivity motion (.7).
B320	12/06/23	F. Perlman	0.60	Review and analyze Bondholder objection to plan exclusivity (.6).
B320	12/06/23	D. Simon	0.70	Conferences with client re plan/exclusivity issues (.7).
B320	12/06/23	E. Keil	0.30	Review objection to exclusivity motion (.3).
B320	12/07/23	F. Perlman	1.70	Conference and correspondence with Mintz re exclusivity objection (.4); research re exclusivity (.6); analyze potential plan distributions options for pension (.7).
B320	12/07/23	D. Simon	0.50	Review and analyze waterfall for plan distribution (.5).
B320	12/07/23	E. Keil	2.40	Research re plan exclusivity (2.4).
B320	12/08/23	F. Perlman	2.10	Conference with N. Coco re exclusivity objection (.5); review and analyze committee plan term sheet and draft response to same (1.6).
B320	12/11/23	F. Perlman	1.10	Conference with committee re plan term sheet (.5); continued work on plan term sheet and distribution mechanics (.6).
B320	12/11/23	D. Simon	1.80	Conferences with N. Coco and F. Perlman re plan process next steps (.4); conference with Committee re same (.6); analyze various plan issues (.8).
B320	12/12/23	F. Perlman	1.10	Continued work on plan term sheet and settlement (.6); conference with committee re same (.5).
B320	12/14/23	F. Perlman	0.40	Analyze pension issues re plan and potential strategies (.4).
B320	12/22/23	F. Perlman	0.40	Analysis re plan term sheet and next steps (.4).
B320	12/22/23	E. Keil	0.40	Analysis re objection to exclusivity (.4).
B320	12/22/23	D. Simon	1.40	Conference with Committee and PH re Plan term sheet and next steps (1.0); follow-up conferences with client and F. Perlman re same (.4).
B320	12/28/23	E. Keil	2.00	Revise plan/disclosure statement (1.2); revise solicitation procedures motion (.8).
B320	12/28/23	D. Simon	1.60	Analysis of plan issues and related negotiations (1.6).
B320	12/29/23	E. Keil	2.10	Revise plan/DS (2.1).
B470	12/11/23	A. Ingollikar	1.30	Loaded metadata, images, and native text into



**McDermott
Will & Emery**

Mercy Hospital, Iowa City, Iowa

Client: 104125
Invoice: 3849899
Invoice Date: 01/09/2024

Task	Date	Name	Hours	Description
				Relativity (.7); updated search index and updated STR (.6).
B470	12/14/23	N. Bull	2.50	Review and analyze Altera agreement (2.5).
B470	12/15/23	N. Bull	1.50	Conference with J. Haake re Altera dispute (1.2); review agreements and correspondence re same (.3).
B470	12/18/23	D. Wolf	1.50	Analyze documentation re medical record software provider (.9); research re same (.6).
B470	12/18/23	J. Kim	0.60	Research re Altera issues (.6).
B470	12/18/23	N. Bull	2.00	Analysis re Altera dispute (2.0).
B470	12/19/23	J. Kim	5.50	Research and analyze Altera issues (3.9); prepare summary re same (1.6).
B470	12/19/23	N. Bull	1.00	Analyze Altera issues (1.0).
B470	12/19/23	D. Wolf	2.80	Analyze contractual documents, review case law, and draft analysis of contract provisions (2.8).
B470	12/20/23	D. Wolf	1.30	Prepare for and participate in conference with TK team re Altera (1.3).
B470	12/20/23	N. Bull	2.50	Conference with ToneyKorf team, T. Clancy, et al. re Altera dispute (2.0); review Altera motion to compel (.5).
B470	12/21/23	D. Wolf	1.00	Analysis re Altera strategy (1.0).
B470	12/21/23	N. Bull	1.80	Analysis and research re Altera dispute (1.8).
B470	12/22/23	N. Bull	1.00	Conferences and correspondence with UCC re Altera (1.0).
B470	12/26/23	N. Bull	0.50	Correspondence with ToneyKorf team re Altera (.5).
B470	12/27/23	N. Bull	1.70	Conference with ToneyKorf team, T. Clancy re Altera (1.7).
B470	12/28/23	N. Bull	1.00	Conference with UCC, M. Toney, et al. re Altera (1.0).
B470	12/29/23	N. Bull	0.50	Analysis re claims against Altera (.5).
B470	12/29/23	D. Wolf	0.80	Analysis and research re contract performance (.8).
B470	12/29/23	J. Kim	0.50	Research re Altera issues (.5).
B470	12/31/23	J. Kim	0.50	Summarize research re Altera issues (.5).

Total Hours 211.80

Task Code Summary

Task Code	Description	Hours	Amount
B130	Asset Disposition	83.10	105,841.00
B150	Mtgs/Communications w/Creditor	2.30	2,541.50



**McDermott
Will & Emery**

Mercy Hospital, Iowa City, Iowa

Client: 104125
Invoice: 3849899
Invoice Date: 01/09/2024

Task Code	Description	Hours	Amount
B160	Fee/Employment Applications	4.50	5,178.50
B170	Fee/Employment Objections	0.50	552.50
B185	Assumption/Rejection of Leases	7.30	8,083.50
B190	Other Contested Matters	26.10	25,225.00
B210	Business Operations	9.10	12,916.00
B220	Employee Benefits/Pensions	9.10	11,455.00
B230	Financing/Cash Collections	0.60	1,110.00
B250	Real Estate	1.30	1,885.00
B260	Board of Directors Matters	3.30	4,653.00
B310	Claims Administration & Object	1.00	1,190.00
B320	Plan and Disclosure Statement	31.80	46,584.00
B470	Litigation	31.80	38,870.50
		211.80	266,085.50



Mercy Hospital, Iowa City, Iowa
Invoice: 3849899

01/09/2024

Timekeeper Summary

Name	Hours	Rate	Amount
N. Bull	16.00	1,410.00	22,560.00
D. Golvinghorst	25.80	945.00	24,381.00
J. Greathouse	14.50	1,300.00	18,850.00
J. Haake	17.80	1,190.00	21,182.00
J. Holdvogt	4.80	1,450.00	6,960.00
A. Ingolikar	1.30	270.00	351.00
E. Keil	29.40	1,105.00	32,487.00
J. Kim	7.10	945.00	6,709.50
F. Perlman	17.30	1,850.00	32,005.00
D. Simon	55.60	1,450.00	80,620.00
R. Trickey	14.80	725.00	10,730.00
D. Wolf	7.40	1,250.00	9,250.00
Totals	211.80		<u>\$266,085.50</u>

EXHIBIT B

Expense Detail



**McDermott
Will & Emery**

Mercy Hospital, Iowa City, Iowa

Client: 104125
Invoice: 3849899
Invoice Date: 01/09/2024

Costs and Other Charges

Timekeeper	Date	Description	Qty	Amount
D. Simon	11/05/23	Travel Expenses Taxi from Iowa Airport to hotel re sale / cash collateral hearing	0.00	89.70
D. Simon	11/05/23	Travel Expenses Airfare re travel to Iowa to attend sale / cash collateral hearing	0.00	1,027.80
D. Simon	11/07/23	Travel Expenses Room rate/tax - Hotel stay re sale / cash collateral hearing	0.00	331.68
D. Simon	11/07/23	Travel Expenses Uber from Iowa hotel to Airport re sale / cash collateral hearing	0.00	116.31
D. Simon	11/07/23	Travel Expenses Uber from Atlanta Airport to residence re sale / cash collateral hearing	0.00	59.95
D. Simon	11/07/23	Business Meal Lunch for one at Harry's Bar and Grill (\$27.56+\$5 tip) re sale / cash collateral hearing	0.00	32.56
D. Simon	11/07/23	Business Meal Dinner at Iowa Airport (Tailwind Concessions) re sale / cash collateral hearing	0.00	24.39
Total Costs and Other Charges				\$1,682.39